Site Development & Feasibility Report

TALAVERA LOFTS

A 0.8117 Acre site at the SEC of
East 5th Street & Navasota Street
Austin, Travis County, Texas 78702

Prepared by:
DMA Development Company, LLC (Applicant)
4101 Parkstone Heights Drive, Suite 310, Austin, TX 78746

Prepared for:
Texas Department of Housing and Community Affairs
221 East 11th Street, Austin, TX 78701

Original Report
February 2018

REVISED
2/19/2019
TABLE OF CONTENTS

Talavera Lofts | Site Development & Feasibility Report

Page 2  A. Introduction
Page 4  B. Subdivision
Page 5  C. Zoning
Page 8  D. Compatibility Standards
        E. Topography and Soil Characteristics
        F. Texas Commission on Environmental Quality (TCEQ)
Page 9  G. Landscape and Tree Ordinance
        H. Stormwater Drainage and Water Quality
Page 10 I. Transportation | Traffic Impact Analysis | Parking
Page 12 J. Fire Department Requirements
Page 13 K. Site Utilities
        Water and Wastewater Service
        Natural Gas
        Electric
        Telephone | Cable | Fiber Optic
Page 14 L. City of Austin Processes
        Site Development Permit (Site Plan)
        Building Permit
        Permit and Review Fees

List of Exhibits
A. Introduction

DMA Development Company, LLC is pleased to submit this Site Investigation Report (SIR) for the ±0.8117 acres located at the southeast corner of East 5th Street & Navasota Street in the City of Austin, Travis County, Texas. A Site Location Map has been included in the appendix as **Exhibit 1** and a Survey is included as **Exhibit 2**. Site details are listed below.

The purpose of this report is to present sufficient detail of the existing site characteristics, location, and zoning, taxing entities, proposed site plan, applicable site, building and utility design codes and requirements, as well as discussions of the proposed site design and review/permitting process of the City of Austin. These conditions were found to be standard to the development process of a site in Austin, TX.

Talavera Lofts is a 92-unit, amenity rich, multi-family housing development proposed to be developed on this site. This new construction is part of the greater Plaza Saltillo Redevelopment project and is being financed separate from all other redevelopment activities within Plaza Saltillo. Talavera Lofts will be five-stories in height and consists of studio, 1 bedroom, 2 bedroom, and 3 bedroom units. It will include parking on the ground floor and additional parking on the site to the west of Navasota Street. Parking is sized per the Plaza Saltillo TOD Regulating Plan, though the design and location of development encourages the use of public transit and alternate methods of transportation. Ingress/egress to both the parking garage and parking lot are from Navasota Street.

The building designs were prepared by the architectural firm, Nelsen Partners, and the Engineered Site Plan was prepared by Stantec. The two firms coordinated to optimize the building and parking layout. The plan includes building placement, fire lanes, existing roadways, proposed and existing water and sewer utilities, and a statement regarding codes and ordinances.

All persons who have a property interest in this report hereby acknowledge that the Department may publish the full report on the Department’s website, release the report in response to a request for public information and make other use of the report as authorized by law.
## Quick Reference Table

<table>
<thead>
<tr>
<th>Address</th>
<th>SEC E 5\textsuperscript{th} and Navasota Streets, Austin, TX 78702</th>
</tr>
</thead>
<tbody>
<tr>
<td>County</td>
<td>Travis</td>
</tr>
<tr>
<td>TCAD ID</td>
<td>0204061406</td>
</tr>
<tr>
<td>Property ID</td>
<td>191916</td>
</tr>
<tr>
<td>Legal Description</td>
<td>LOT 7-12 BLK 1 OLT 4 DIV O PECK R H</td>
</tr>
<tr>
<td>Map ID</td>
<td>020201</td>
</tr>
<tr>
<td>Zoning</td>
<td>TOD-CURE--NP</td>
</tr>
</tbody>
</table>
B. Subdivision

The subject site is made up of a portion of two parcels. A Tax Parcel Map has been included in the appendix as **Exhibit 3**. Travis Central Appraisal District (TCAD) information for parcels are as follows:

<table>
<thead>
<tr>
<th>TCAD ID #</th>
<th>Address</th>
<th>Legal Description</th>
<th>Deed Document</th>
</tr>
</thead>
<tbody>
<tr>
<td>0204061406</td>
<td>E. 5th Street</td>
<td>Lot 7-12, Block 1, Outlot 4, Division O, R.H. Peck Subd.</td>
<td>10536/77</td>
</tr>
<tr>
<td>0204060901</td>
<td>1301 E. 5th St</td>
<td>Lots 56-58 and 130x285 SF Outlot 3, Division O Central Row</td>
<td>10536/77</td>
</tr>
</tbody>
</table>

The City of Austin requires all proposed development to be located on a legal lot or platted parcel. This parcel is platted in the R. H. Peck Subdivision recorded in Plat Book S, Page 551, and in the Central ROW Subdivision, recorded in Plat Book V, Page 661 of the Travis County Plat Records.

According to the Deed Volume 10536, Page 77, there are multiple Permitted Exceptions (listed in Exhibit B of the Deed) which are associated with the potential development of the property. A copy of Deed Volume 10536, Page 77 is included in the appendix as **Exhibit 4**. These exceptions include two easements for railroad purposes. The railroad easements are in place to serve the current alignment of the Capitol Metropolitan Rail Line, which bisects the site along the north and northwestern portion of the property. These easements were recorded under Volume 9837, Page 480 and Volume 9841, Page 858 of the Real Property Records of Travis County. Copies of the railroad easements have been included in the appendix as **Exhibit 5**.
C. Zoning

Proposed development will be required to meet Land Development Code (LDC) zoning regulations for land use, building height, building setbacks, impervious cover limits, signage, landscaping, and parking. On December 11, 2008, the City of Austin passed and approved Ordinance No. 20081211-082, which established the Plaza Saltillo Transit Oriented Development District. The ordinance was revised on May 25, 2013 under Ordinance No. 20130425-106.

Regulations within this district are based on the TOD Subdistrict applicable to the property and the roadway classifications abutting the property. This property is within the TOD Mixed Use Subdistrict. East 5th Street is classified as a TOD Pedestrian Priority Street and Navasota Street is classified as a TOD Local Street.

TOD development regulations for the Mixed Use Subdistrict are discussed below. Multifamily uses are permitted within the TOD Mixed Use Subdistrict. A TOD Subdistrict Map and TOD Base Maximum Height Map have been included in the appendix as Exhibit 6 and Exhibit 7, respectively.

Sidewalks & Building Placement:

East 5th Street is classified as a TOD Pedestrian Priority Street:
- Sidewalks shall be no less than 12’. Which includes a 7’ street tree/furniture zone and a 5’ clear zone. Shown to the left.
- Public sidewalks shall be located on both sides of a Pedestrian Priority Street.
- Street trees are required along a Pedestrian Priority Street.
- 50% net frontage length built up to the Clear Zone.

Navasota Street is classified as a TOD Local Street:
- Sidewalks shall be no less than 10’. Which includes a 5’ street tree/furniture zone and a 5’ clear zone. Shown to the left.
- The street tree/furniture zone may be eliminated when adjacent onstreet parallel parking is provided.
- Sidewalks shall be located on both sides of a Local Street.
- Street trees are not required on a Local Street.
- 40% net frontage length built up to the Clear Zone.
Density and height bonuses may be granted to a development that meets the affordability requirements in Section 4.3.3.C as follows:

- Habitable space equal to 25% of the entire square footage is reserved as affordable.
- The property owner shall be responsible for providing a minimum of 15% of the aforementioned space with COA funding the remainder (where funds are available).
- The 25% requirement may be met by providing affordable owner occupied units, rental units, or a combination of both.
- Owner Occupied Units: the above mentioned 25% affordable space shall be reserved for no less than 99 years from the time the certificate of occupancy is issued and made available to households earning no more than 60% of the Annual Median Family Income.
- Rental Units: the above mentioned 25% affordable space shall be reserved for no less than 40 years from the time the certificate of occupancy is issued and made available to households earning no more than 50% of the Annual Median Family Income.

A “Fee in Lieu” of providing affordable housing space is available subject to approval by City Council and the Neighborhood Housing and Community Development (NHCD) Department. The owner must demonstrate a compelling reason to not provide housing on-site. A fee of $10/per square foot shall be applied to the greater of:

- the gross building area over that established by the max. FAR;
- the number of units above that established in section 2.3 of the TOD (45 unit/acre) multiplied by the average unit square footage of the entire development, or;
- The amount of gross building area constructed within a space previously restricted by compatibility standards.

If the affordability standards are met, the development will be allowed a maximum height of 60’ and be exempt from the following site development standards:

- Maximum density requirements (45 DU/acre);
- Maximum FAR (2:1);
- Height limitations and setbacks set by Compatibility Standards.

The portion of the property west of Navasota Street will be subject to zoning ordinance 20170302-063 and City of Austin case number C14-2016-0049, which rezoned that portion of the site to TOD-CURE-NP. The purpose of a CURE combining district is to promote the stability of neighborhoods in the central urban area. Regulations established by a CURE overlay may modify:

- Permitted or conditional uses authorized in the base district.
• Off-street parking regulations, sign regulations, or landscaping or screening regulations applicable in the base district.

Per this ordinance, the following will apply:
• 41 affordable units will be constructed as part of the development; if provisions of ordinance 20170302-062 are exercised, 25% of the 41 units must contain 2 or more bedrooms and have the same minimum average size unit as the market rate units located in the same buildings.
• The property owner will make additional residential rental units available to be subsidized by the City as affordable units.
• The property owner will pay a fee-in-lieu of providing on-site affordable housing units for the additional non-residential square footage above the 2:1 FAR.
• Affordable housing units on the property are to be set aside for occupancy by households with incomes at or below 50% of the Annual MFI.

The TOD Subdistrict Map indicates this site as a Potential Open Space with a Potential Paseo where the Onion Street ROW would be extended along the eastern property line. Development on this site is encouraged to meet parkland dedication requirements per Section 4.11.4 and 4.11.5 or pay a fee-in-lieu.

As of the date of this report, the preliminary site plan prepared by Stantec, sealed and dated February 28, 2019, in conjunction with this report materially adheres to all applicable zoning, site development, and building code ordinances. The site plan has been included in the appendix as Exhibit 8.

According to the City of Austin GIS data, this site is within the East Cesar Chavez Neighborhood Planning Area (NPA). The development goals outlined in this neighborhood plan are guidelines. However, if the proposed development is not permitted by Right and requires a public hearing for approval, the Neighborhood Planning team may contest the development. The Future Land Use Map (FLUM) shows this property is anticipated to be mixed use.
D. Compatibility Standards

Compatibility standards (LDC Chapter 25-2, Article 10) are triggered by adjacent developments with a zoning classification or land use (e.g. a home in a GR district) of Single-family Residence (SF-5) or more restrictive within 540 feet. Compatibility standards govern setbacks of proposed developments from adjacent property lines and limit building heights. Compatibility Standards also require specific standards for lighting, noise levels and screening of equipment, trash dumpsters, and mechanical structures. According to the City of Austin GIS data, there are single family zoned properties to the south of the site which will trigger compatibility. Due to the distance of these properties, the setbacks will not affect the height of any proposed structure. A Compatibility Exhibit has been included in the appendix as Exhibit 9.

E. Topography and Soil Characteristics

Per the City of Austin GIS data, the subject site has an approximate elevation change of 5 feet. The high point on site is located near the northeast corner of the site and is approximately 472 feet above mean sea level (MSL). The lowest point on site is located along the southern property line and is approximately 467 feet MSL. A Topography Map is included in the appendix as Exhibit 10.

According to the USDA Web Soil Survey (WSS), the subject site is comprised of Urban land (Ur) which generally has slopes of 0-6%. Ur is a Hydrologic Soil Group D, which have a moderate infiltration rate.

F. Texas Commission on Environmental Quality (TCEQ)

This site is not located in the Edwards Aquifer Recharge Zone or Contributing Zone according to maps distributed by TCEQ.

For limits-of-construction areas less than one acre, a Storm Water Pollution Prevention Plan (SWPPP) is not typically required. A SWPPP contains pollution prevention measures and inspection/maintenance schedules.
G. Landscape and Tree Ordinance

The City of Austin Tree Ordinance (LDC Chapter 25-8, Subchapter B, Article 1) requires a tree survey identifying all trees eight inches in diameter and larger for all proposed development. Trees 19 inches in diameter and greater are considered protected trees. Protective measures in the critical root zone of trees are shown in the diagram to the left.

Additionally, any tree from the specified tree species list (to the left) larger than 24 inches but smaller than 30 inches is classified as a Heritage Tree, which requires an administrative variance from the director of the Planning and Development Review Department prior to removal. Any tree larger than 30 inches requires a Land Use Commission public hearing before approval to remove is granted.

According to aerial imagery, the site has a multi-trunk tree in the middle of the property and many trees along the southern property line. The presence of existing trees may impact the site layout and we recommend a tree survey and an arborist evaluation of the health of any existing protected trees prior to the building layout process, in order to plan accordingly. It is our understanding that the trees on the site have been deemed by the City of Austin to not warrant protecting.

H. Stormwater Drainage and Water Quality

This site is located in the Lady Bird Lake Watershed, which is classified as an Urban Watershed. The impervious cover limit in an Urban Watershed is determined by the base zoning district. Detention for increase in stormwater runoff for 2-, 10-, 25-, and 100-year storm events is typically required. Per the COA Drainage Criteria Manual Section 1.2.2.F, developments which are immediately adjacent and discharge directly into Lake Travis, Lake Austin, Lady Bird Lake and the Colorado River, on-site detention is not required. A formal waiver request may be required during the Site Plan process in order to gain approval of the waiver.
Water quality controls are required when impervious cover is in excess of 20% of the site. The City of Austin requires construction of water quality ponds (or approved alternative treatments) to treat the first 1/2-in of stormwater discharge from the site plus an additional 1/10 of an inch for every 10% over the first 20% of impervious cover on the site. A minimum of 75% of the required Water Quality Volume (WQV) must be treated on-site using innovative water quality controls. Up to one acre of water quality in an Urban Watershed may be fulfilled through fee-in-lieu. A request for approval of fee-in-lieu of water quality controls will be required during the site development permit process. The applicant must demonstrate that every effort has been taken to provide water quality with unsuccessful or unreasonable outcomes. Recently, the City of Austin has been very hesitant on approving this Fee-in-Lieu.

According to the Flood Insurance Rate Map 48453C0465J, published January 6, 2016, no portion of this site is located in the 100-year floodplain. A FEMA Floodplain Map is included in the appendix as Exhibit 11.

I. Transportation | Traffic Impact Analysis | Parking

This site contains frontage on East 5th Street and Navasota Street. These roads are City of Austin right-of-way (ROW) and are subject to COA standards for minimum driveway spacing. There are no access points currently available to the site from any ROW.

<table>
<thead>
<tr>
<th>Street Name</th>
<th>COA Classification</th>
<th>No. Lanes/Configuration</th>
<th>Driveway Spacing</th>
<th>Protected Street</th>
</tr>
</thead>
<tbody>
<tr>
<td>East 5th Street</td>
<td>Minor Arterial</td>
<td>1 (Two-Way)</td>
<td>150'</td>
<td>Yes</td>
</tr>
<tr>
<td>Navasota Street</td>
<td>Local City Street</td>
<td>1 (Two-Way)</td>
<td>50'</td>
<td>No</td>
</tr>
</tbody>
</table>

A Traffic Impact Analysis (TIA) provides information on the projected traffic expected from a proposed development and evaluates the impact of proposed development on the roadways in the immediate vicinity. If the expected number of trips generated by the project exceeds 2,000 vehicle trips per day, a TIA will be required. Additionally, on March 13, 2017, an updated ordinance went into effect that may lead to increased costs related to traffic and transportation improvements associated with new development and redevelopment in the City of Austin. Required ROW dedication or transportation system improvements are not to exceed the amount required that is roughly proportionate to the proposed development as determined by a professional engineer. The City of Austin Transportation Department will issue a written determination of an applicant’s roughly
proportionate share of infrastructure costs attributable to a proposed development prior to approval of an application for which dedication or reservation of ROW or the construction or funding of system transportation improvements is required. This determination:

- Need not be made to a mathematical certainty, but is intended to be used as a tool to fairly assess the roughly proportionate impacts of a development based on the level of transportation demand created by a proposed development relative to the capacity of the existing public infrastructure;
- Shall be completed in accordance with generally recognized and approved measurements, assumptions, procedures, formulas, and development principles; and
- Shall state the roughly proportionate share to the property owner for the dedication and construction of transportation-related improvements necessary to ensure an effective and safe transportation system that is sufficient to accommodate the traffic generated by a proposed development.

If the proposed development does not require a TIA, the Transportation Department may condition approval of a site development permit on the construction or funding of traffic system improvements, which are included in the table to the left. System improvements must be located within the boundaries of the development for which they are required or no farther from the proposed development than:

- ¼-mile, or
- ¾-mile, for an improvement required to provide access between the proposed development and a school, bus stop, public space, or major roadway as designated under the transportation plan.

The total cost of system improvements required may not exceed the lesser of:

- The applicant’s roughly proportionate share of infrastructure costs as established by the proportionality determination, less the cost of any ROW dedication required; or
- The total cost of offsite transportation improvements identified in a TIA approved by the director, whether or not the TIA is required or submitted voluntarily.

According to the ITE Trip Generation Handbook, 9th Edition, an apartment development with 0 units will generate approximately 599 trips per day. Therefore, a TIA is not anticipated to be required, however the City of Austin may require a smaller-scale traffic study or traffic mitigation.

According to Chapter 25-6, Appendix A, parking requirements for Multifamily Use are shown in the table below. Minimum off-street parking requirements per the TOD are 60%
of that prescribed by Appendix A. Additional parking reductions are listed in the Plaza Saltillo TOD Plan Section 4.5.2. Reductions in bicycle parking is not permitted.

<table>
<thead>
<tr>
<th>Parking Ratios</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Multifamily</td>
<td></td>
</tr>
<tr>
<td>Efficiency</td>
<td>1/DU</td>
</tr>
<tr>
<td>1 Bedroom</td>
<td>1.5/DU</td>
</tr>
<tr>
<td>1+ Bedrooms</td>
<td>1.5 + 0.5/ea additional bedroom</td>
</tr>
</tbody>
</table>

The TOD Circulation Concept Plan indicates various action items that may affect development of this site which include: potential new streets, potential future realignment of the Lance Armstrong Bikeway (LAB), and a Potential Paseo/Pedestrian connection. A TOD Circulation Concept Plan Map has been included in the appendix as Exhibit 12. The potential new street is proposed to align along the northern property line. The potential future realignment of the LAB is proposed to run along the southern property line. As discussed in the zoning section, the Potential Paseo is proposed where the Onion Street ROW would be extended along the eastern property line.

The City of Austin 2014 Bicycle Master Plan does not include improvements for East 5th Street or Navasota Street. The 2025 Austin Metropolitan Area Transportation Plan (AMATP) does not include E. 5th Street or Navasota Street as proposed roadways for expansion. The City of Austin is currently pushing to approve the Austin Strategic Mobility Plan which will reflect the transportation goals of the Imagine Austin Plan which coordinates with the Plaza Saltillo TOD plan.

J. Fire Department Requirements

A fire hydrant is required for every 1,250 gpm, or fraction of 1,250 gpm, of required fire flow. The Austin Fire Department requires a minimum of one hydrant within 400’ of all portions of first floor exterior walls of new buildings. For buildings that require a fire flow of 1,500 gpm up to and including 2,500 gpm, a second hydrant is required within 500’ of all portions of first floor exterior walls. For structures that are protected by automatic sprinklers, the distance to each of the first two hydrants shall be less than or equal to 500’.

Fire access roadways shall be designed with an appropriate 25’ inside turning radius and a 50’ outside turning radius at turns to accommodate any operational Fire Department apparatus. Turning radii for entrance and exit access roadways must also conform to current City of Austin driveway requirements. All points on the first floor of a building must be within 150’ of a fire access road.
K. Site Utilities

Water and Wastewater Service
The City of Austin Water Utility (AWU) is the water and wastewater provider for the site. This site is located within the City of Austin Grid Number L21. An Austin Water Utility Service Availability Letter has been included in the appendix as Exhibit 13.

Existing water utilities around this site include a 24-inch cast iron waterline in the Navasota Street ROW. As well as, a proposed 16-inch PVC water line located in the E. 5th Street ROW. As well as, a proposed fire hydrant located on the site.

Existing wastewater utilities around this site include a 12-inch PVC gravity wastewater line located in the E. 5th Street ROW. A COA Water and Wastewater Utility Map has been included in the appendix as Exhibit 13.

A Service Extension Request (SER) submitted to the City of Austin Water Utility may be required to determine if the existing infrastructure will be sufficient for the proposed development. We recommend that a formal SER application be submitted as soon as possible to AWU to confirm these discussions or determine the extent of offsite improvements required to serve this project.

Natural Gas
Natural gas will not be used at this site.

Electric
Electric service in the area is available through Austin Energy. An Austin Energy Service Availability Letter has been included in the appendix as Exhibit 13.

Telephone | Cable | Fiber Optic
AT&T and Time Warner Cable can provide telecommunications services in this area. Google Fiber service will be available throughout the City of Austin in the next several years. Telecommunications facilities will be extended/constructed to serve this site, as provided by the tariffs and regulations of the Public Utilities Commission.
L. City of Austin Processes

*The following information has been prepared by the civil engineer, Stantec, in accordance with Subchapter C §11.204(15)(D) of the 2019 Uniform Multifamily Rules.*

Site Development Permit (Site Plan)

Prior to the issuance of a site development permit, a site plan application must be submitted and approved by the City of Austin. A site plan application requires the combination of the land use site plan element reflecting the layout of proposed parking, buildings, and setbacks, and the construction site plan element which shows proposed grading, stormwater detention, site utility plan, erosion/sedimentation control plan, tree protection plan, and landscape plan. The full process timeline for obtaining a site development permit is currently on the average of seven to twelve months.

Building Permit

Upon the approval of the site plan application, City of Austin building permit(s) will be required for development of the site. The building permit process is designed to ensure compliance with all City codes and ordinances relative to the construction of the building and building sites. A building permit application can be submitted for concurrent review with the site development permit after the first round of comments has been provided.

Permit and Review Fees

Several permit and review fees will be required throughout the development process of this project. Additional fees such as capital recovery fees, utility inspection, landscape fees and erosion/sedimentation control fiscal will be required prior to issuing the development permit. Fees are typically based on the meter size of the proposed buildings, the acreage of the proposed development, construction estimates of proposed improvements, and total estimated construction costs.

The project has received a SMART Housing certification (see Exhibit 14), which waives several impact fees including, but not limited to the following:

- Capital Recovery Fees
- Building Permit
- Concrete Permit
- Electrical Permit
- Mechanical Permit
- Plumbing Permit
- Site Plan Review
- Misc. Site Plan Fee
- Construction Inspection
- Subdivision Plan Review
- Misc. Subdivision Fee
- Zoning Verification
- Land Status Determination
- Building Plan Review
- Parkland Dedication (by separate ordinance)
# LIST OF EXHIBITS

**Talavera Lofts | Site Development & Feasibility Report**

1. Site Location Map
2. Survey
3. Tax Parcel Map
4. Special Warranty Deed V. 10536, P. 77
5. Railroad Easements
6. TOD Subdistrict Map
7. TOD Base Maximum Height Map
8. Preliminary Site Plan
9. Compatibility Exhibit
10. Topography Map
11. FEMA Floodplain Map
12. TOD Circulation Concept Plan Map
13. Service Availability Letters
14. SMART Housing Letter
EXHIBIT 1
Talavera Lofts | Site Location Map
Talavera Lofts Site Map
SE and SW corner of E. 5th St. and Navasota St.
Talavera Lofts Site Map
SE and SW corner of E. 5th St. and Navasota St.
EXHIBIT 2
Talavera Lofts | Survey
EXHIBIT 3
Talavera Lofts | Tax Parcel Map
EXHIBIT 4
Talavera Lofts | Special Warranty Deed V. 10536, P. 77
SPECIAL WARRANTY DEED

STATE OF TEXAS
COUNTY OF TRAVIS

KNOW ALL MEN BY THESE PRESENTS:

That SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation, acting by or through its duly authorized officers, hereinafter called "Grantor," for Ten Dollars ($10.00) and other valuable consideration to it in hand paid by Capital Metropolitan Transportation Authority, of Austin, Travis County, Texas, whose address is P. O. Box 1943, 1005 Congress Avenue, Austin, Texas 78767, hereinafter called "Grantee," the receipt of which is hereby acknowledged, has GRANTED, SOLD and CONVEYED, and by these presents does GRANT, SELL and CONVEY, to Grantee and its successors and assigns that certain real property situated in Travis County, State of Texas, and more particularly described in Exhibit "A", attached and hereby made a part hereof.

Grantor reserves to itself, its successors and assigns, and excepts from the property hereby conveyed, all oil, gas, and other minerals in and under said property. Notwithstanding the foregoing, however, by acceptance of delivery of this Special Warranty Deed, Grantor, its successors and assigns, agree: (i) Grantor, its successors and assigns shall not have the right to enter upon the surface of the property hereby conveyed for any purpose whatsoever in connection with this reservation of oil, gas, and other minerals, and (ii) in the event Grantor, its successors or assigns elect to develop the mineral estate reserved herein by any off-site procedure, Grantor, its successors and assigns shall indemnify and hold Grantee, its successors and assigns harmless from any loss or damage to Grantee's surface estate or Grantee's use thereof caused by such development.

This grant is subject to restrictions described on Exhibit "B", which is attached hereto and made a part hereof, to the extent the same are currently in force and effect and applicable to the property hereby conveyed.
TO HAVE AND TO HOLD said property, together with all and singular the rights and appurtenances thereto in anywise belonging, unto Grantee and its successors and assigns forever.

Grantor hereby binds itself, its successors and assigns, to WARRANT and FOREVER DEFEND all and singular said property unto Grantee and its successors and assigns against every person whomsoever lawfully claiming the same or any part thereof by, through and under Grantor, but not otherwise.

Grantor represents that it is not a foreign person for purposes of Section 1445 of the Internal Revenue Code, and that its proper name, address and taxpayer identifying number (U.S. Employer number) are as set forth in Exhibit "C" attached and hereby made a part hereof.

IN WITNESS WHEREOF, Grantor has caused these present to be executed as of the day of December, 1987.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: R. E. Meier
Title: Vice President

Attest: Title: Secretary

STATE OF CALIFORNIA
City and County of San Francisco

On this 15th day of December, in the year One Thousand Nine Hundred and Eighty Seven, before me, MARY J. SIMMONS a Notary Public in and for the City and County of San Francisco, State of California, personally appeared

R. E. MEICK

personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the President, and

A. G. RICHARDS

personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the Secretary of the Corporation that executed the within instrument and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

MARY J. SIMMONS

Notary Public in and for the City and County of San Francisco, State of California.
Parcel 2

Beginning at the point of intersection of the southerly line of East 5th Street (80 feet wide) with the westerly line of San Marcos Street as said intersection is marked by an iron pin; thence South 23°05'12" West, along said westerly line, 277.94 feet to the southeast corner of said Lot 22; thence North 66°56'56" West, along the southerly line of said Lots 22 through 12, a distance of 275.07 feet to the southwest corner of said Lot 12 at the intersection of the northerly line of East 4th Street with the easterly line of Brushy Street; thence North 22°59'23" East, along last said easterly line and the northerly prolongation thereof, 271.66 feet to an iron pin in the southerly line of said East 5th Street; thence South 68°15'15" East, along last said line, 275.61 feet to the Point of Beginning.

Parcel 3

Beginning at an iron pin at the intersection of the southerly line of East 5th Street with the westerly line of Medina Street; thence South 23°11'22" West, along last said westerly line, 280.55 feet to the southeast corner of said Lot 33 in the northerly line of East 4th Street; thence North 66°56'56" West, along last said line, also being the southerly line of said Lots 33 through 23, a distance of 279.57 feet to the southwest corner of said Lot 23 at the intersection of the northerly line of East 4th Street and the easterly line of
Exhibit "A"

Those parcels of land situated in the City of Austin, County of Travis, State of Texas, being a portion of Lots 1 through 7, all of Lots 8 through 58 of Central R.O.W. Subdivision in the City of Austin, as said lots are shown on a plat recorded in Plat Book "V", Page 661 of the Plat Records of said County; all of Lots 7 through 12, Block 1 and all of Lots 7 through 12, Block 2 of R. H. Peck Subdivision, as said lots are shown on a plat recorded in Plat Book "S", Page 551 of the Plat Records of said City, and a portion of Government Out lots 1, 2 and 3 of Division "O", a portion of Blocks 1, 2, 3 and 4 of Outlot 9 and a portion of Block 3, Outlot 10 of Division "A", described as follows:

Parcel 1

Beginning at the intersection of the northerly line of East 4th Street with the westerly line of Brushy Street, being the southeast corner of said Lot 11, of said Central R.O.W. Subdivision, marked by an iron pin; thence North 66° 56' 56" West, along said northerly line, being the southerly line of said Lots 11 through 1, of last said subdivision, 263.25 feet to the most southwest corner of said Lot 1; thence North 18° 53' 30" East, along the westerly line of said Lot 1, a distance of 6.90 feet to the southwesterly corner of that certain 0.8479 of an acre parcel of land described in deed dated Apr 11, 1959, from Texas and New Orleans Railroad Company to the State of Texas; thence North 87° 44' 00" East, along the southerly line of last said land, 181.05 feet to the southeasterly corner of last said land; thence North 22° 59' 23" East, along the easterly line thereof, 15.70 feet; thence North 16° 52' 00" East, continuing along last said line, 168.59 feet to an iron pin at the northeast corner of last said land in the southerly line of East 5th Street; thence South 68° 15' 15" East, along last said line, 118.01 feet to an intersection with the westerly line of Brushy Street; thence South 22° 59' 23" West, along said westerly line, 270.30 feet to the Point of Beginning.
San Marcos Street; thence North 23° 05'12" East, along last said easterly line, 278.69 feet to the southerly line of said East 5th Street; thence South 67° 19'45" East, along last said line, 280.09 feet to the Point of Beginning.

Parcel 4
Beginning at an iron pin at the intersection of the southerly line of East 5th Street with the westerly line of Waller Street; thence South 23° 10'12" West, along last said line, 282.81 feet to the southeast corner of said Lot 44 in the northerly line of East 4th Street; thence North 66° 56'56" West, along last said line, being coincident with the southerly line of said Lots 44 through 34, a distance of 281.21 feet to the southwest corner of said Lot 34 at the intersection of last said line with the easterly line of Medina Street; thence North 23° 11'22" East, along last said line, 280.95 feet to the southerly line of said East 5th Street; thence South 67° 19'45" East, along last said line, 281.12 feet to the Point of Beginning.

Parcel 5
Beginning at an iron pin at the intersection of the southerly line of East 5th Street with the easterly line of Waller Street; thence South 67° 19'45" East, along last said line, 284.92 feet to the westerly line of Attoyac Street; thence South 23° 09'30" West, along last said line, 283.61 feet to the southeast corner of said Lot 55 in the northerly line of East 4th Street; thence North 67° 13'31" West, along last said line being coincident with the southerly line of said Lots 55 through 45, a distance of 284.96 feet to the southwest corner of said Lot 45 in said easterly line of Waller Street; thence North 23° 10'12" East, along last said line, 283.06 feet to the Point of Beginning.
Parcel 6

Beginning at an iron pin at the intersection of the southerly line of East 5th Street, with the westerly line of Navasota Street; thence South 23° 08'50" West, along last said line, 146.26 feet to the northeast corner of Lot 6, Block 5 of said R. H. Peck Subdivision; thence North 67° 13'31" West along the northerly line of said Block 5, a distance of 190 feet to the northwest corner of Lot 3 of said Block 5; thence South 23° 08'50" West, along the westerly line of last said Block, 138.0 feet to the southwest corner of said Lot 3, in the northerly line of East 4th Street; thence North 67° 13'31" West, along last said line, 94.96 feet to intersection of the easterly line of Attoyac Street; thence North 29° 09'30" East, along last said easterly line, 283.71 feet to said southerly line of East 5th Street; thence South 67° 19' 45" East, along last said line, 284.92 feet to the Point of Beginning.

Parcel 7

Beginning at an iron pin at the intersection of the southerly line of East 5th Street with the westerly line of Onion Street, being the northeast corner of said Lot 7 in Block 1 of R. H. Peck Subdivision; thence South 23° 08'10" West, along the easterly line of said Lot 7, a distance of 132.35 feet to the southeast corner thereof; thence North 67° 16'40" West, along the southerly line of Lots 7 through 12 of said Block 1, a distance of 287.94 feet to the southwest corner of said Lot 12 in the easterly line of Navasota Street; thence North 23° 08'50" East, along last said line being coincident with the westerly line of said Lot 12, a distance of 132.09 feet to said southerly line of East 5th street, thence South 67° 19'45" East, along last said line, 287.98 feet to the Point of the Beginning.
Parcel 8

Beginning at an iron pin at the intersection of the southerly line of East 5th Street with the westerly line of Comal Street, being the northeast corner of said Lot 7 in Block 2 of R. H. Peck Subdivision; thence South 23° 07'30" West, along the easterly line of last said Lot, 132.64 feet to the southeast corner thereof; thence North 67° 16'40" West, along the southerly line of Lots 7 through 12 of said Block 2, a distance of 287.94 feet to the southwest corner of said Lot 12 in the easterly line of Onion Street; thence North 23° 08'10" East, along last said line being coincident with the westerly line of last said Lot, 132.38 feet to said southerly line of East 5th Street; thence South 67° 19'45" East, along last said line, 287.92 feet to the Point of Beginning.

Parcel 9

Beginning at an iron pin at the intersection of the easterly line of Canadian Street with the southerly line of Hidalgo Street; thence South 66° 57'35" East, along last said southerly line, 629.03 feet to a point in the northerly line of land described in deed dated December 4, 1957, from Texas and New Orleans Railroad Company to Longhorn Sash & Door Company recorded in Volume 1884, Page 74, Deed Records of said County, said point being distant southerly 9.00 feet, measured radially from the center line of a drill track traversing Lot 1 and 2 of said Outlot 9, Division "A"; thence westerly and northwesterly, along last said northerly line c, the curvature and course thereof, 654.15 feet, more or less to the easterly line of Canadian Street; thence North 22° 39'25" East, along last said line, 112.70 feet to the Point of Beginning.
Parcel 10
Beginning at the most southerly corner of land described in deed dated December 4, 1957, from Texas and New Orleans Railroad Company to Longhorn Sash & Door Company recorded in Volume 1884, Page 74, Deed Records of said County; thence northeasterly, along the easterly line of last said land on a curve concave southeasterly, having a radius of 256.29 feet, an arc distance of 234.32 feet to a point in the westerly line of land described in Parcel "G" of deed dated August 14, 1986, from Southern Pacific Transportation Company to the City of Austin recorded in Volume 9837, Page 422 Deed Records of said County; thence southerly, along last said line on a curve concave southeasterly, having a radius of 515.00 feet, an arc distance of 209.46 feet to the northerly line of East 6th Street; thence North 67° 13' West, along last said line, 88.84 feet to the Point of Beginning.

Parcel 11
Commencing at the intersection of the westerly line of Pedernales Street with the southerly line of East 6th Street; thence North 67° 13' West, along said northerly line, 643.89 feet to an iron pin at the Point of Beginning, in the westerly line of land described in Parcel "E" of deed dated August 14, 1986, from Southern Pacific Transportation Company to the City of Austin recorded in Volume 9837, Page 422 Deed Records of said County; thence southerly, along last said line on a curve concave easterly, having a radius of 515.00 feet, an arc distance of 383.39 feet to an iron pin in the northerly line of East 5th Street; thence North 67° 15' West, along last said line, 651.90 feet to the westerly
continuation of the southeasterly line of land described in deed dated August 25, 1949, from Texas and New Orleans Railroad Company to East End Lumber Company, recorded in Book 1004, Page 399 Deed Records of said County; thence easterly and northeasterly, along last said line on a curve concave northerly following the curvatures thereof, to the southerly line of East 6th Street; thence South 67° 13' East, along last said line, 106.45 feet to the Point of Beginning.

TOGETHER with all of the right, title and interest of Southern Pacific Transportation Company in and to the land underlying the following streets:

1. Brushy Street (60 feet wide) - between the southerly line of East 5th Street and the northerly line of East 4th Street.

2. San Marcos Street (60 feet wide) - between the southerly line of East 5th Street and the northerly line of East 4th Street.

3. Medina Street (60 feet wide) - between the southerly line of East 5th Street and the northerly line of East 4th Street.

ALSO, TOGETHER with all of the right, title and interest of Southern Pacific Transportation Company in and to the land underlying the southerly half of East 5th Street (80 feet wide) lying between the northerly prolongation of the westerly line of land described in said deed dated April 3, 1959, from Texas and New Orleans Railroad Company to the State of Texas, and the westerly line of Waller Street; between the easterly line of Waller Street and the westerly line of Attoyac Street; between the easterly line of Attoyac Street and the westerly line of Navasota Street; between the easterly line of Navasota Street and the westerly line of Onion Street and between the easterly line of Onion Street and the westerly line of Comal Street.
EXHIBIT "B"

PERMITTED EXCEPTIONS

1. Ad valorem taxes for 1988 and all subsequent years.

2. Rights of parties in possession pursuant to the leases described on Schedule 1 which is attached hereto and made a part hereof for all purposes (the "Leases").

3. Encroachments into the City of Austin's rights-of-way by various improvements owned by tenants occupying the property pursuant to the Leases.

4. An easement for railroad purposes described in instrument recorded in Volume 9837, Page 480, Real Property Records of Travis County, Texas.

5. An easement for railroad purposes described in instrument recorded in Volume 9841, Page 858, Real Property Records of Travis County, Texas.
1. Industrial Lease dated March 17, 1975 between Southern Pacific Transportation Company as lessor and Jameh Enterprises, a partnership composed of Eugene D. Vinyard, Mary P. Vinyard and James O. Street as lessee. A portion of lessee's interest in said lease was conveyed pursuant to a Subtenancy Agreement dated March 1, 1979 between Jameh Enterprises as sublessor and Paul Cano, d/b/a Paul's Cabinet Shop, as sublessee.

2. Sign Lease dated September 17, 1981 between Southern Pacific Transportation Company as lessor and Rollins Outdoor Advertising Company as lessee.

3. Commercial Lease commencing May 1, 1983 between Southern Pacific Transportation Company as lessor and Odas Jung and Joe Jung, General Partners and Trustees for Twin Oaks Associates, as lessee.

4. Industrial Lease dated June 17, 1965 between Southern Pacific Company as lessor and L. L. McCandless, d/b/a Ace Lumber Company as lessee, which lease was amended by Supplement Lease No. 147485 dated August 5, 1969.

5. Industrial Lease (Long Term) dated April 1, 1960 between Texas and New Orleans Railroad Company, predecessor in interest to Southern Pacific Transportation Company, as lessor and L. L. McCandless, d/b/a Ace Lumber Company as lessee, which lease was amended by Supplement to Contract No. 68028 dated January 1, 1962, by Supplement to Contract No. 68028 dated August 17, 1962 and by Supplement to Lease Audit No. 137008 dated August 22, 1975.

6. Commercial Lease dated April 1, 1976 between Southern Pacific Transportation Company as lessor and Lorelei Bela Brown as lessee.

7. Industrial Lease dated December 20, 19 between Southern Pacific Company as lessor and Gardner Iron & Metal Company, Inc. as lessee.

8. Industrial Lease dated September 14, 1962 between Southern Pacific Company as lessor and Gardner Iron & Metal Company, Inc. as lessee. A portion of the lessee's interest in said lease was conveyed pursuant to a Subtenancy Agreement dated November 21, 1967 between Gardner Iron & Metal Company, Inc. as sublessor and Capitol Iron & Metals, Inc. as sublessee.
**Payer's Request for Taxpayer Identification Number and Certification**

**Part I: Taxpayer Identification Number—For All Accounts**

Enter your taxpayer identification number in the appropriate box. For most individuals, this is your social security number. If you do not have a number, see How to Obtain a TIN.

**Note:** If the account is in more than one name, see the chart on page 2 for guidelines on which number to give the payer.

**Certification.—Under penalties of perjury, I certify that:**

1. The number shown on this form is my correct Taxpayer Identification Number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding either because I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or the IRS has notified me that I am no longer subject to backup withholding.

**Certification Instructions.**—You must cross out item (2) above if you have been notified by IRS that you are subject to backup withholding because of underreporting interest or dividends on your tax return. However, if after being notified by IRS that you were subject to backup withholding you received another notification from IRS that you are no longer subject to backup withholding, do not cross out item (2). (Also see Certification under Specific Instructions.)

<table>
<thead>
<tr>
<th>Form</th>
<th>W-9 (Rev. 7-84)</th>
</tr>
</thead>
</table>

**Instructions**

**Purpose of Form**

Complete this form and give it to the payer of interest, dividends, and certain other payments (including broker and barter exchange transactions) so that you will not be subject to the 20% backup withholding that became effective January 1, 1984.

Use this form to report and certify your taxpayer identification number (TIN) to the payer, to certify that you are not subject to backup withholding because of underreporting interest and dividends on your tax return, and to claim exemption from backup withholding if you are an exempt payee.

If you do not complete this form properly and return it to the payer, the payer may be required to withhold 20% of payments made to you.

Note: If a payer gives you a form other than a W-9 to request your TIN, you must use the payer's form.

**What Is Backup Withholding**

The Interest and Dividend Tax Compliance Act of 1962 requires payers to withhold and pay to IRS 20% of payments of interest, dividends, and certain other payments under certain conditions. This is called "backup withholding." If you give the payer your correct TIN, certify your TIN when requested, and report all your taxable interest and dividends on your tax return, your payments will not be subject to backup withholding.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the payer, or
2. IRS notifies the payer that you furnished an incorrect TIN, or
3. You are notified by IRS that you are subject to backup withholding because you failed to report all your interest and dividends on your tax return (for interest and dividend accounts only), or
4. You fail to certify to the payer that you are not subject to backup withholding under (3) above (for interest and dividend accounts opened after 1983 only), or
5. You fail to certify your TIN. This applies only to interest, dividend, broker, or barter exchange accounts opened after 1983, or broker accounts considered inactive in 1983.

For other payments, you are subject to backup withholding only if (1) or (2) above applies.

**Certi...
Failure to Include in Income Dividend and Interest Payments.—If you fail to include any portion of an includable payment of interest, dividends, or patronage dividends in gross income, and the payment was reported to you by the payer, such failure will be treated as being due to negligence, and you will be subject to a penalty of 5% of any portion of such underpayment attributable to that failure unless there is clear and convincing evidence to the contrary.

Civil Penalty for False Information With Respect to Withholding.—If you make a false statement with no reasonable basis which results in no imposition of backup withholding, you are subject to a penalty of $500.

Criminal Penalty for Falsifying Information.—Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Specific Instructions

Name.—Be sure to enter your correct name. If you are an individual and your name has changed, for example, because of marriage, contact the Social Security Administration to report your new name.

Certification.—
(1) Interest, Dividend, and Barter Exchange Accounts Opened Before 1984 and Broker Accounts That Were Considered Active During 1983.—You are not required to sign the certification, however, you may do so. You are required to provide your correct TIN.

(2) Interest, Dividend, Broker and Barter Exchange Accounts Opened After 1983 and Broker Accounts That Were Considered Active During Either 1982 or 1983.—If the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the payer, you must cross out item (2) in the certification before signing the form.

(3) Other Payments.—You are required to furnish your correct TIN, but you are not required to sign the certification. Other payments include payments made in the course of the payer's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services, payments to a nonemployee for services (including attorney and accounting fees), and payments to a domestic employee.

(4) Exempt Payees and Payments.—If you are exempt from backup withholding, you should complete this form to avoid possible erroneous backup withholding. If you are not required to furnish your correct TIN in Part I, write "EXEMPT" in the block in Part II, cross out item (2) of the certification, sign and date the form. If you are a nonresident alien or foreign entity not subject to backup withholding, give the payer a completed Form W-8, Certificate of Foreign Status.

(5) TIN "Applied For."—Follow the instructions under How to Obtain a TIN, sign, and date this form.

Signature.—For a joint account, only the person whose TIN is shown in Part I should sign the form.

Privacy Act Notice.—Section 6109 requires most recipients of dividend, interest, or other payments to give taxpayer identification numbers to payers who must report the payments to IRS. IRS uses the numbers for identification purposes. Payers must be given the numbers whether or not recipients are required to file tax returns. Payers must generally withhold 20% of taxable interest, dividends, and certain other payments to a payee who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.

Penalties

Failure to Furnish TIN.—If you fail to furnish your correct TIN to a payer, you are subject to a penalty of $50 for each such failure unless your failure was due to reasonable cause and not to willful neglect.

What Number to Give the Payer

For this type of account:

| 1. Individual |
| 2. Two or more individuals (joint account) |
| 3. Custodian account of a minor (Uniform Gift to Minors Act) |
| 4. a. The usual revocable savings trust (grantor is also trustee) |
| b. So-called trust account that is not a legal or valid trust under state law |
| 5. Sole proprietorship |

For this type of account:

| 6. A valid trust, estate, or pension trust |
| 7. Corporate |
| 8. Association, club, religious, charitable, educational, or other tax-exempt organization |
| 9. Partnership |
| 10. A broker or registered nominee |
| 11. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments |

Give the Social Security number of:

- The individual
- The actual owner of the account or, if combined funds, the first individual on the account
- The minor

Give the Employer Identification number of:

- Legal entity (Do not furnish the identification number of the personal representative or trustee unless the legal entity itself is not designated in the account title)
- The corporation
- The organization
- The partnership
- The broker or nominee
- The public entity

Notes:

1. List first and circle the name of the person whose number you furnish.
2. Circle the minor's name and furnish the minor's social security number.
3. Show the name of the owner.
4. List first and circle the name of the legal trust, estate, or pension trust.

Note: If no name is circled when there is more than one name, the number will be considered to be that of the first name listed.
[Attach Southern Pacific's tax information.]
NONFOREIGN AFFIDAVIT

Exemption From Withholding of Tax for Dispositions of U.S. Real Property Interests

Section 1445 of the Internal Revenue Code provides that a transferee of a U.S. real property interest must withhold tax if the transferor is a foreign person. To inform the transferee that withholding of tax is not required upon the disposition of a U.S. real property interest by Southern Pacific Transportation Company, the undersigned hereby certifies the following:

1. Southern Pacific Transportation Company is not a nonresident alien, foreign corporation, foreign partnership, foreign trust, or foreign estate for purposes of U.S. income taxation. (If the transferor is a foreign corporation that has made a valid election under Section 897(i) of the Internal Revenue Code to be treated as a domestic corporation, a copy of the acknowledgment of the election provided to the corporation by the Internal Revenue Service, is attached hereto):

2. Southern Pacific Transportation Company's taxpayer identifying number (Social Security or U.S. employer number) is 94-6001323W; and

3. Southern Pacific Transportation Company's home or office address is Southern Pacific Building, One Market Plaza, San Francisco, CA 94105.

I, R. E. MESICK, understand that this certification may be disclosed to the Internal Revenue Service by the transferee and that any false statement contained herein could be punished by fine, imprisonment, or both.

Under penalties of perjury I declare that I have examined this certification and to the best of my knowledge and belief it is true, correct, and complete, and I further declare I have authority to sign this document.

[Signature]

Vice President
Southern Pacific Transportation Company

TRAVIS TITLE CO. G.F.# 7-1-13533
CHARGE TO: XKelman
G.F.# TRAVIS TITLE CO.

10536 0090
STATE OF TEXAS  COUNTY OF TRAVIS
I hereby certify that this instrument was FILED at
the date and at the time stamped hereto by me, and
was duly RECORDED, in the Volume and Page of the
named RECORDS of Travis County, Texas, on
DEC 30 1987

COUNTY CLERK
TRAVIDS COUNTY, TEXAS

RECORDER'S MEMORANDUM:
At the time of recordation, this instrument was
found to be inadequate for the best photographic
reproduction because of illegibility, carbon or
photo copy, discolored paper, etc. All blockouts,
additions, and changes were present at the time
the instrument was filed and recorded.

10536 0091
EXHIBIT 5
Talavera Lofts | Railroad Easements
AND WHEN RECORDED MAIL TO

EASEMENT

STATE OF TEXAS    } KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS  }

That SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation, Grantor, for valuable considerations to it in hand paid by the CITY OF AUSTIN, a municipal corporation of the State of Texas, 124 West 8th Street, Austin, TX 78701, Grantee, the receipt of which is hereby acknowledged, has granted, sold and conveyed, and by these presents does grant, sell and convey, to Grantee an easement for railroad purposes upon, over, across and along that certain real property situated in Travis County, Texas, and more particularly described in Exhibit A, attached and hereby made a part hereof. The property described in Exhibit A is shown on the prints of Grantor's Drawing 41993, Sheet 1, dated August 11, 1986, marked Exhibit B, and Grantor's Drawing 41992, Sheet 2, dated August 11, 1986, marked Exhibit B-1, also attached and made parts hereof.

Should Grantee, its successors or assigns, at any time abandon the use of said property or any part thereof, or fail at any time to use the same for the purpose contemplated herein for a continuous period of two (2) years, the right hereby give shall cease to the extent of the use so abandoned or discontinued, and Grantor shall at once have the right to resume exclusive possession of said property, or the part thereof the use of which is so discontinued or abandoned.

Upon termination of the rights and privileges hereby granted, Grantee, at its own cost and expense, agrees to remove its trackage
from said property and restore said property as nearly as practicable to the same state and condition in which it existed prior to the construction of its trackage. Should Grantee in such event fail, neglect or refuse to remove its structure and restore said property, such removal and restoration may be performed by Grantor, at the expense of Grantee, which expense Grantee agrees to pay to Grantor upon demand.

TO HAVE AND TO HOLD SAID PROPERTY, together with all and singular the rights and appurtenances thereto in anywise belonging, unto Grantee and its successors and assigns forever.

IN TESTIMONY WHEREOF, Grantor has caused these presents to be executed this ___ th day of __________, 1986.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By
Vice President

Attest
Assistant Secretary
THE STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

BEFORE ME, the undersigned, a Notary Public, in and for San Francisco County, California on this day personally appeared S. A. Sutfin & T. F. O' Donnell

known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same in the capacity and for the purposes and considerations therein stated, and as the act and deed of said corporation.

GIVEN under my hand and seal of office, this the 27 day of June 1986 , A.D.

[Signature]

OFFICIAL SEAL
DEANNA K. CIESIELSKI
NOTARY PUBLIC-CALIFORNIA
SAN FRANCISCO COUNTY
My Commission Expires Dec. 1, 1989

09837 0482
Exhibit "A"

Those strips of land, varying in width, situated in the City of Austin, County of Travis, State of Texas, described as follows:

Parcel 1:

A strip of land, varying in width, situated in Blocks 3 and 4 of Out Lot 9, Division A of H&TC RR Addition; the northerly line of said strip of land being coincident with the southeasterly line of land described in deed from Texas and New Orleans Railroad Company to East End Lumber Company dated August 25, 1949 recorded in Book 1004, Page 399 Records of said County; the southerly line of last said strip of land being concentric with and distant 10 feet southerly, measured radially from the center line of the westerly portion of the westerly leg of Southern Pacific Transportation Company's "Mye" track which diverges into the center line of the spur track which passes through said Block 4 into Block 1 of said Out Lot 9; said southerly line also being concentric with and distant 10 feet southerly, measured radially from last said center line within said Block 4.

Parcel 2:

A strip of land, varying in width, situated in Block 1 of Out Lot 9, Division A of H&TC RR Addition; the northwesterly line of last said strip of land being coincident with the southeasterly line of land described in deed dated
December 4, 1957 from Texas and New Orleans Railroad Company to Longhorn Sash & Door Company; the southeasterly line of last said strip of land being concentric with and distant 10 feet southeasterly, measured radially, from the center line the most southeasterly spur track situated in said Block 1.

The side lines thereof to terminate easterly in a line drawn concentric with and distant 20 feet westerly, measured radially, from the center line of main track (Llano Branch) of Southern Pacific Transportation Company.

Parcel 3:

A strip of land 20 feet wide, situated in Blocks 1 and 2 of Out Lot 9, Division A of H&T RR Addition; the southerly line thereof being coincident with the northerly line of land described in deed dated December 4, 1957 from Texas and New Orleans Railroad Company to Longhorn Sash & Door Company.

Parcel 4:

A strip of land, 20 feet wide, lying 10 feet each side of the present located center line of spur track passing through Out Lot 19, Division "A", of said City, in a southerly direction, being within the land described in deed dated January 9, 1970 from Martha R. Kuhlman to Southern Pacific Transportation Company recorded in Volume 3792, Page 12, Deed Records of said County.

The side lines of last said strip of land to terminate in the northerly line of last said land, being coincident with the southwest line of East Seventh Street and in the southerly line of last said land having a bearing and distance of "N. 67 deg. 48' W. 44.79 feet", respectively.
EXHIBIT "B"

to Grant of Easement
EXHIBIT B

MAP LEGEND

********** APPROXIMATE LOCATION OF BERTRAN MANOR RIGHT-OF-WAY

MILE POST NUMBERS REFER TO SOUTHERN PACIFIC RAIL ROAD MILE POSTS
RETURN TO: Martha Smiley
BICKERSTAFF, HEATH & SMILEY
United Bank Tower, Suite 1419
400 West 15th Street
Austin, Texas 78701
(512) 472-8021

RFOCORDER'S MEMORANDUM:
At the time of recordation, this instrument was
found to be inadequate for the best photographic
reproduction because of illegibility, carbon or
photo copy, discolored paper, etc. All blockouts,
additions and changes were present at the time
the instrument was filed and recorded.

STATE OF TEXAS COUNTY OF TRAVIS
I hereby certify that this instrument was FILED on
the date and at the time stamped heron by me and
was duly RECORDED, in the Volume and Page at the
above-mentioned RECORDS of Travis County, Texas on
AUG 18 1986

Travis County, Texas
COUNTY CLERK
09837 0469
STATE OF TEXAS
COUNTY OF TRAVIS

KNOW ALL MEN BY THESE PRESENTS:

That SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation, Grantor, for valuable considerations to it in hand paid by the CITY OF AUSTIN, a municipal corporation of the State of Texas, 124 West 8th Street, Austin, TX 78701, Grantee, the receipt of which is hereby acknowledged, has granted, sold and conveyed, and by these presents does grant, sell and convey, to Grantee an easement for railroad purposes upon, over, across and along that certain real property situated in Travis County, Texas, and more particularly described in Exhibit A, attached and hereby made a part hereof. The property described in Exhibit A is shown on the prints of Grantor's Drawing 41993, Sheet 1, dated August 11, 1986, marked Exhibit B, and Grantor's Drawing 41992, Sheet 2, dated August 11, 1986, marked Exhibit B-1, also attached and made parts hereof.

Should Grantee, its successors or assigns, at any time abandon the use of said property or any part thereof, or fail at any time to use the same for the purpose contemplated herein for a continuous period of two (2) years, the right hereby give shall cease to the extent of the use so abandoned or discontinued, and Grantor shall at once have the right to resume exclusive possession of said property, or the part thereof the use of which is so discontinued or abandoned.

Upon termination of the rights and privileges hereby granted, Grantee, at its own cost and expense, agrees to remove its trackage...
from said property and restore said property as nearly as practicable to the same state and condition in which it existed prior to the construction of its trackage. Should Grantee in such event fail, neglect or refuse to remove its structure and restore said property, such removal and restoration may be performed by Grantor, at the expense of Grantee, which expense Grantee agrees to pay to Grantor upon demand.

TO HAVE AND TO HOLD SAID PROPERTY, together with all and singular the rights and appurtenances thereto in anywise belonging, unto Grantee and its successors and assigns forever.

IN TESTIMONY WHEREOF, Grantor has caused these presents to be executed this 27th day of June, 1986.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By

S. A. Saffin,
Vice President

Attest

T. F. O'Donell,
Assistant Secretary
THE STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

BEFORE ME, the undersigned, a Notary Public, in and for San Francisco County, California, on this day personally appeared S. A. Sutfin & T. F. O' Donnell known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same in the capacity and for the purposes and considerations therein stated, and as the act and deed of said corporation.

GIVEN under my hand and seal of office, this the 27 day of June 1986, A.D.

[Seal]

NOTARY PUBLIC, in and for San Francisco, California

[Signature]

NOTARY SEAL

09841 0860
Exhibit "A"

Those strips of land, varying in width, situated in the City of Austin, County of Travis, State of Texas, described as follows:

Parcel 1:

A strip of land, varying in width, situated in Blocks 3 and 4 of Out Lot 9, Division A of H&TC RR Addition; the northerly line of said strip of land being coincident with the southeasterly line of land described in deed from Texas and New Orleans Railroad Company to East End Lumber Company dated August 25, 1949 recorded in Book 1004, Page 399 Records of said County; the southerly line of last said strip of land being concentric with and distant 10 feet southerly, measured radially from the center line of the westerly portion of the westerly leg of Southern Pacific Transportation Company's "Wye" track which diverges into the center line of the spur track which passes through said Block 4 into Block 1 of said Out Lot 9; said southerly line also being concentric with and distant 10 feet southerly, measured radially from last said center line within said Block 4.

Parcel 2:

A strip of land, varying in width, situated in Block 1 of Out Lot 9, Division A of H&TC RR Addition; the northwesterly line of last said strip of land being coincident with the southeasterly line of land described in deed dated

Page 1 of 2
December 4, 1957 from Texas and New Orleans Railroad Company to Longhorn Sash & Door Company; the southeasterly line of last said strip of land being concentric with and distant 10 feet southeasterly, measured radially, from the center line the most southeasterly spur track situated in said Block 1.

The side lines thereof to terminate easterly in a line drawn concentric with and distant 20 feet westerly, measured radially, from the center line of main track (Llano Branch) of Southern Pacific Transportation Company.

Parcel 3:

A strip of land 20 feet wide, situated in Blocks 1 and 2 of Out Lot 9, Division A of H&TC RR Addition; the southerly line thereof being coincident with the northerly line of land described in deed dated December 4, 1957 from Texas and New Orleans Railroad Company to Longhorn Sash & Door Company.

Parcel 4:

A strip of land, 20 feet wide, lying 10 feet each side of the present located center line of spur track passing through Out Lot 19, Division "A", of said City, in a southerly direction, being within the land described in deed dated January 9, 1970 from Martha R. Kuhlman to Southern Pacific Transportation Company recorded in Volume 3792, Page 12, Deed Records of said County.

The side lines of last said strip of land to terminate in the northerly line of last said land, being coincident with the southwest line of East Seventh Street and in the southerly line of last said land having a bearing and distance of "N. 67 deg. 48' W. 44.79 feet", respectively.
EXHIBIT 6
Talavera Lofts | TOD Subdistrict Map
Figure 2-1: Plaza Saltillo Station Area Plan TOD Subdistricts
EXHIBIT 7
Talavera Lofts | TOD Base Maximum Height Map
Figure 4-1: Base Maximum Building Height (with no development bonus)

Note: Additional height may be allowed in the TOD Mixed-Use Sub-district in exchange for the provision of affordable housing. Total building height of 60 feet may be allowed if current height limit is less.

Legend:
- 35 feet
- 40 feet
- 60 feet
- Plaza Saltillo
- TOD District Boundary
- Metrorail Station

Transit Oriented Development Station Area Planning
EXHIBIT 8
Talavera Lofts | Preliminary Site Plan
Preliminary Not for Construction

Not to be used for permit or official purposes. This document has not been completed or checked.

The Contractor shall verify and be responsible for all dimensions. DO NOT scale the drawing - any errors or omissions shall be reported to Stantec without delay.

The Copyrights to all designs and drawings are the property of Stantec. Reproduction or use for any purpose other than that authorized by Stantec is forbidden.
Compatibility Exhibit | Talavera Lofts
SEC East 5th Street & Navasota Street
Austin, Travis County, Texas

**TOD Base Max Height = 40’**

- **Subject Site**
- **Single Family Zoned Properties**
- **25’ No Build Zone**
- **25-50’ Setback: Max Height = 2 Stories or 30’**
- **50-100’ Setback: Max Height = 3 Stories or 40’**
- **100-300’ Setback: Max Height = 60’ (calculated by 10:1 slope)**
- **300-540’ Setback: Max Height = 120’ (calculated by 4:1 slope)**

(Setbacks measured from triggering property lines)
The pin displayed on the map is an approximate point selected by the user and does not represent an authoritative property location.

This map complies with FEMA’s standards for the use of digital flood maps if it is not void as described below. The basemap shown complies with FEMA’s basemap accuracy standards.

The flood hazard information is derived directly from the authoritative NFHL web services provided by FEMA. This map was exported on 2/11/2019 at 2:27:31 PM and does not reflect changes or amendments subsequent to this date and time. The NFHL and effective information may change or become superseded by new data over time.

This map image is void if the one or more of the following map elements do not appear: basemap imagery, flood zone labels, legend, scale bar, map creation date, community identifiers, FIRM panel number, and FIRM effective date. Map images for unmapped and unmodernized areas cannot be used for regulatory purposes.
Figure 3-4: Plaza Saltillo Station Area Circulation Concept Plan
February 23, 2017

Kailin Redmon
Big Red Dog
2021 E. 5th Street, Suite 110
Austin, Texas 78702

Re: Water and Wastewater Service Availability to 413 Navasota Street
TCAD ID# 0204061406

Dear Ms. Redmon:

The above described property is located within the service area of Austin Water. Water and wastewater service for this property will be provided in accordance with all applicable policies, ordinances and regulatory requirements. Please refer to the Austin City Code and the Utilities Criteria Manual (https://www.municode.com/library/tx/austin).

The property owner and/or developer of this property is responsible for design and construction of water and wastewater infrastructure required to accommodate proposed development of this property. Service Extension Requests may be required for future water and wastewater service (http://www.austintexas.gov/department/service-extension-requests). Actual service delivery will be contingent upon available system capacity at the time an application for Tap and/or Service Extension Request is made and will be subject to all fees, charges, ordinances and policies in effect at that time.

If we can provide additional information, please call me at (512) 972-0211 or email me at alberto.ramirez@austintexas.gov.

Sincerely,

Alberto Ramirez
Utility Development Services Division
Austin Water
February 23, 2017

Kaitlin Redmon
2021 East 5th St., Suite 110
Austin, TX 78702
Kaitlin.redmon@bigreddog.com

Subject: Service Availability to:

   Owner: Capital Metropolitan Transportation Authority
   Address: East 5th Street, Austin, TX
   TCAD: 0204061406
   Legal Description: Lot 7-12, Block 1, Outlot 4, Division O. R. H. Peck Subdivision

Dear Ms. Redmon,

The above described property is located within the Austin Energy’s (AE) electric service territory. This letter will confirm that AE can provide electric service.

This confirmation of availability of electric service is conditional upon the obligation of the customer to comply with the technical and regulatory requirements pertaining to the provision of electric service to the above-described property. Please refer to the AE Design Criteria Manual (www.austinenergy.com/go/designmanual). In some instances it might be necessary for service to be extended to the property.

Austin Energy Distribution Design Group Southeast will prepare the design of service for the facility. When you are ready to proceed with the design, you will need to contact the Design Supervisor, Darren Vicknair, 512-505-7636. He will assign a designer to your project that will be able to provide you information concerning any additional costs, which may be required.

Once the design is completed, there may be a need for additional easements, which must be provided prior to the project being released to construction. For assistance regarding easements, or any other questions concerning the process, please feel free to call Christine Esparza at 512-322-6112.

Sincerely,

Melody Giambruno
Public Involvement/Real Estate
Austin Energy
721 Barton Springs Road
Austin, TX 78704
February 20, 2019

Marni Holloway  
Director of Multifamily Finance  
Texas Department of Housing and Community Affairs  
221 East 11th Street  
Austin, Texas 78701  

RE: TDHCA Application No. 19239 Talavera Lofts

Dear Ms. Holloway:

I am writing to confirm the de minimis contribution of development funding by the City of Austin (the "City") for the Talavera Lofts.

This project is eligible to have certain development fees waived through the City's S.M.A.R.T. Housing Ordinance. The ordinance allows full or partial fee waivers in developments in which a portion of the units are affordable for households who earn no more than 80% of the median family income.

Contingent upon the developments compliance with the City's S.M.A.R.T. Housing Ordinance, the fee waivers the City will provide are for a direct benefit of the project by reducing development costs approximately $522,900.

Please contact Sandra Harkins by phone 512.974.3128 or by email at Sandra.harkins@austintexas.gov if you need additional information.

Sincerely,

Regina M. Copic, Real Estate Manager  
Neighborhood Housing and Community Development